

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	Case No. 18-33678
	§	
TACO BUENO RESTAURANTS, INC.,	§	(Chapter 11)
<i>et al.,</i>	§	
	§	(Jointly Administered)
Debtors.¹	§	

**CLASS 4 (GENERAL UNSECURED CLAIMS) HOLDER
OPT-IN FORM FOR OPTING INTO THE GLOBAL SETTLEMENT**

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS
CAREFULLY BEFORE COMPLETING THIS OPT-IN FORM.**

THIS FORM MUST BE ACTUALLY RECEIVED
BY FEBRUARY 14, 2019, AT 4:00 P.M. (PREVAILING
CENTRAL TIME) (THE “**GLOBAL SETTLEMENT OPT-IN DEADLINE**”).

FAILURE TO SUBMIT THE OPT-IN FORM BY THE GLOBAL SETTLEMENT
OPT-IN DEADLINE WILL RESULT IN FORFEITURE AND WAIVER
OF ANY RECOVERIES CONTEMPLATED BY THE GLOBAL SETTLEMENT.

On December 19, 2018, the Bankruptcy Court for the Northern District of Texas (the “*Bankruptcy Court*”) entered an order [Docket No. 242] (the “*Confirmation Order*”) confirming the *Debtors’ Amended Joint Prepackaged Chapter 11 Plan of Reorganization* (as amended, modified, or supplemented from time to time, the “*Plan*”).²

The Confirmation Order approved the global settlement set forth in the Plan (the “*Global Settlement*”) by and among the above-captioned debtors and debtors in possession

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: CBI Restaurants, Inc. (3490); Taco Bueno Equipment Company (0677); Taco Bueno Franchise Company L.P. (2397); Taco Bueno Restaurants, Inc. (8214); Taco Bueno Restaurants L.P. (6189); Taco Bueno West, Inc. (6200); TB Corp. (8535); TB Holdings II, Inc. (7703); TB Holdings II Parent, Inc. (3347); and TB Kansas LLC (6158). The location of the Debtors’ corporate headquarters and the Debtors’ service address is: 300 East John Carpenter Freeway, Suite 800, Irving, Texas 75062.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

(collectively, the “*Debtors*”), the Official Committee of Unsecured Creditors (the “*Committee*”), TPG Growth III Management, LLC and its affiliates, certain members of the Debtors’ management team party to Consulting Agreements with the Reorganized Debtors, and the Debtors’ prepetition secured lender, Taco Supremo, LLC (“*Taco Supremo*”). The Global Settlement resolved the Committee’s objection to confirmation of the Plan [Docket No. 201].

All holders of Allowed General Unsecured Claims may elect to opt-in to the Global Settlement. You are receiving this opt-in form (the “*Opt-In Form*”) because the Debtors believe that you may be a holder of an Allowed General Unsecured Claim as of November 6, 2018.

Pursuant to the Global Settlement, among other things, each holder of an Allowed General Unsecured Claim that elects to participate in the Global Settlement pursuant to a validly submitted Opt-In Form:

- shall receive its allocable cash distribution equal to such holder’s *pro rata* share of \$900,000 in cash (the “*GUC Cash Pool*”) less reasonable and documented fees and expenses of the Plan Administrator; and
- must agree to provide the Release as more fully described in Item 2 below.

Distributions available on account of Allowed General Unsecured Claims from the GUC Cash Pool are estimated to be \$650,000-\$700,000 after reasonable and documented fees and expenses of the Plan Administrator. Based on currently available information, the Debtors estimate that if all holders of Allowed General Unsecured Claims elect to opt-in to the Global Settlement by submitting an Opt-In Form (and, if applicable, a Proof of Claim Form), each holder of an Allowed General Unsecured Claim will receive a cash distribution equal to approximately 5.80-6.25% of such Allowed General Unsecured Claim. Recoveries on account of Allowed General Unsecured Claims from the GUC Cash Pool will vary based on the number of holders of Allowed General Unsecured Claims who elect to opt-in to the Global Settlement.

If you wish to opt-in to the Global Settlement, and therefore be bound by the terms thereof, you must follow the procedures of this Opt-In Form. **THE COMMITTEE RECOMMENDS THAT YOU OPT-IN TO THE GLOBAL SETTLEMENT.**

IF YOU DO NOT OPT-IN TO THE GLOBAL SETTLEMENT BY SUBMITTING AN OPT-IN FORM (AND, IF APPLICABLE, A PROOF OF CLAIM FORM) IN ACCORDANCE WITH THESE PROCEDURES, YOU WILL NOT BE ENTITLED TO RECEIVE A DISTRIBUTION FROM THE GUC CASH POOL.

IF YOU DO NOT WISH TO OPT-IN TO THE GLOBAL SETTLEMENT, YOU DO NOT NEED TO TAKE ANY FURTHER ACTION AT THIS TIME.

In order to opt-in to the Global Settlement, your Opt-In Form (and, if applicable, a Proof of Claim Form as set forth herein) must be received by Prime Clerk LLC on or before the Global Settlement Opt-In Deadline, which is **February 14, 2019, at 4:00 p.m., prevailing Central Time**. If an Opt-In Form indicating your election in accordance with these procedures is not received by the Global Settlement Opt-In Deadline, **you will not be a party to the Global Settlement and will not be entitled to the benefits thereof.**

You are strongly encouraged to review the Plan before you make an election. You may wish to seek legal advice concerning the Global Settlement reflected in the Plan and this Opt-In Form.

Item 1. Amount of Claim(s). The undersigned hereby certifies that as of the date of completion of this Opt-In Form:

- by checking this box, you assert that you are the holder of a Claim listed on Schedule E/F: Part 2 of Debtor Taco Bueno Restaurants L.P.'s Schedule of Assets and Liabilities [Docket No. 13] (the "*Schedule*") and you agree with the amount listed on the Schedule;³

—or—

- by checking this box, you assert that you are the holder of a Claim (a) that is not listed on the Schedule or (b) that is listed on the Schedule, but you dispute the amount of Claim identified therein. **If you check this box, you must complete and submit (i) the proof of claim form (the "*Proof of Claim Form*") enclosed herewith by following the instructions on the Proof of Claim Form or at <https://cases.primeclerk.com/tacobueno/EPOC-Index> and (ii) the completed Opt-In Form by the Global Settlement Opt-In Deadline in accordance with the instructions set forth herein. Notwithstanding the foregoing, if you previously**

³ A copy of the Schedule is available by visiting the Debtors' restructuring website at: <https://cases.primeclerk.com/tacobueno> and clicking on the Schedules & Sofa tab.

submitted a Proof of Claim Form and have checked this box, you are not required to submit another Proof of Claim Form.⁴ Additional copies of the Proof of Claim form may be obtained at <https://cases.primeclerk.com/tacobueno>.

Item 2. Releases. In order to participate in the Global Settlement, you **must agree** to accept the Release provisions contained in Article VIII.F of the Plan and be a Releasing Party in accordance with the terms of the Plan by checking the box below.

By checking the box below, the undersigned holder of the Claim(s) identified in Item 1 above:

ELECTS TO OPT-IN TO THE RELEASE PROVISIONS

Item 3. Acknowledgments. By signing this Opt-In Form, the undersigned Holder of an Allowed General Unsecured Claim or Claims identified in Item 1 above certifies that (i) it is the Holder of the Claim(s) identified in Item 1 above or (ii) it has full power and authority to act on behalf of the Holder of the Claim(s) identified in Item 1 above.

Name

Social Security or Federal Tax I.D. No. (optional)

Signature

If by Authorized Agent, Name and Title

Name of Institution

Street Address

City, State, Zip Code

Telephone Number

Email Address

Date Completed

⁴ A list of filed Proof of Claim Forms is available at: <https://cases.primeclerk.com/tacobueno/Home-ClaimInfo>.

IF YOU ELECT TO OPT-IN TO THE GLOBAL SETTLEMENT, PLEASE COMPLETE, SIGN, DATE, AND TRANSMIT THIS OPT-IN FORM (INCLUDING, IF APPLICABLE, THE PROOF OF CLAIM FORM) SO THAT IT IS ACTUALLY RECEIVED BY PRIME CLERK LLC ON OR BEFORE THE GLOBAL SETTLEMENT OPT-IN DEADLINE.

YOU MAY SUBMIT YOUR OPT-IN FORM ELECTRONICALLY BY VISITING THE NOTICE AND CLAIMS AGENT'S OPT-IN PORTAL AT [HTTPS://CASES.PRIMECLERK.COM/TACOBUENO/EBALOT-HOME](https://cases.primeclerk.com/tacobueno/ebalot-home) AND FOLLOWING THE INSTRUCTIONS

ALTERNATIVELY, YOU MAY RETURN YOUR OPT-IN FORM IN THE PRE-ADDRESSED, PRE-PAID RETURN ENVELOPE PROVIDED OR VIA FIRST CLASS MAIL, HAND DELIVERY, OR OVERNIGHT COURIER, TO:

**TACO BUENO BALLOT PROCESSING
C/O PRIME CLERK LLC
850 THIRD AVENUE, SUITE 412
BROOKLYN, NY 11232**

If you have any questions regarding this Opt-In Form, the Proof of Claim Form, or the procedures for opting in, please contact Prime Clerk LLC, by: (a) calling the Debtors' restructuring hotline at (844)-721-3891 (TOLL FREE); (b) visiting the Debtors' restructuring website at: <https://cases.primeclerk.com/tacobueno>; (c) writing to Taco Bueno Ballot Processing, c/o Prime Clerk LLC, 830 Third Avenue, 3rd Floor, New York, NY 10022; and/or (d) emailing tacobuenoballots@primeclerk.com.

IF PRIME CLERK LLC DOES NOT ACTUALLY RECEIVE THE OPT-IN FORM, (AND, IF APPLICABLE, THE PROOF OF CLAIM FORM) ON OR BEFORE THE GLOBAL SETTLEMENT OPT-IN DEADLINE, FEBRUARY 14, 2019, AT 4:00 P.M., PREVAILING CENTRAL TIME, INDICATING YOUR INTENT TO OPT-IN TO THE GLOBAL SETTLEMENT, YOUR OPT-IN ELECTION WILL NOT BE EFFECTIVE.

IF YOU DO NOT WISH TO RECEIVE THE BENEFITS OF THE GLOBAL SETTLEMENT AND DO NOT WISH TO OPT-IN TO THE GLOBAL SETTLEMENT, YOU DO NOT NEED TO TAKE ANY FURTHER ACTION AT THIS TIME.

Important Information Regarding the Release Provisions

Following confirmation, subject to Article VIII of the Plan, the Plan will be substantially consummated on the Effective Date. Among other things, effective as of the Confirmation Date but subject to the occurrence of the Effective Date, certain release, injunction, exculpation, and discharge provisions set forth in Article VIII of the Plan will become effective. In determining whether to opt-in to the Global Settlement, it is important to read the provisions contained in Article VIII of the Plan very carefully so that you understand how confirmation and substantial consummation of the Plan — which effectuates such provisions — will affect you and any Claim(s) you may hold against the Debtors and/or certain other Released Parties specified in the Plan.⁵

Article VIII.F of the Plan contains the following provision:

As of the Effective Date, each Releasing Party is deemed to have released and discharged each Debtor, Estate, Reorganized Debtor, and Released Party from any and all Claims, Causes of Action, obligations, suits, judgments, damages, demands, losses, liabilities, and remedies whatsoever, whether known or unknown, foreseen or unforeseen, existing or hereinafter arising, in law, equity, or otherwise, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtors (including the management, ownership or operation thereof), the Debtors' in- or out-of-court restructuring efforts, the Debtors' intercompany transactions, the Prepetition Credit Agreement, any Avoidance Actions, the purchase, sale, or rescission of the purchase or sale of any Security of the Debtors or the Reorganized Debtors, the subject matter of, or the transactions or events giving rise to, any Claim or Interest that is treated in this Plan, the business or contractual arrangements between any Debtor and any Released Party, the formulation, preparation, dissemination, negotiation, or Filing of the Restructuring Support Agreement, the restructuring of any Claim or Interest before or during the Chapter 11 Cases, or any Restructuring Transaction, contract, instrument, document, release, or other agreement or document (including any legal opinion regarding any such transaction, contract, instrument, document, release, or other agreement or the reliance by any Released Party on the Plan or the Confirmation Order in lieu of such legal opinion) created or entered into in connection with the Restructuring Support Agreement, the Disclosure Statement, the Plan, the Plan Supplement, the related agreements, instruments, and other documents (including the Definitive Documentation), the Chapter 11 Cases, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the

⁵ “Released Party” means each of the following solely in its capacity as such: (a) the Debtors and the Debtors' current officers, directors, and managers as of the Petition Date; (b) the Reorganized Debtors; (c) the Prepetition Agent and the Prepetition Lender; (d) Taco Supremo; (e) the DIP Agent and the DIP Lender; (f) the Consenting Equity Holders; (g) the Committee and each of its members; and (h) with respect to each of the foregoing parties under (a) through (g), such Entity and its Associated Entities.

pursuit of Consummation, the solicitation of votes with respect to this Plan, the administration and implementation of the Plan, including the issuance or distribution of Securities or other property pursuant to the Plan, the Definitive Documentation, or upon any other act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date related or relating to the foregoing; provided, however, that except as expressly provided under the Plan, the foregoing releases shall not release obligations arising under agreements among the Releasing Parties and the Released Parties other than the Debtors. Notwithstanding anything to the contrary in the foregoing, (i) the releases set forth in this Article VIII.F do not release any post-Effective Date obligations of any party or Entity under the Plan, including under any of the Restructuring Transactions; and (ii) nothing in this Article VIII.F shall, nor shall it be deemed to, release any Released Party from any Claims or Causes of Action that are found, pursuant to a Final Order, to be the result of such Released Party's gross negligence, fraud, or willful misconduct.

Entry of the Confirmation Order shall constitute the Court's approval, pursuant to Bankruptcy Rule 9019, of the releases by Holders of Claims and Interests set forth in this Article VIII.F, which includes by reference each of the related provisions and definitions contained herein, and, further, shall constitute the Court's finding that such releases are: (1) in exchange for the good and valuable consideration provided by the Released Parties; (2) a good faith settlement and compromise of the Claims and Causes of Action released by such releases; (3) in the best interests of the Debtors and their Estates; (4) fair, equitable and reasonable; (5) given and made after due notice and opportunity for hearing; (6) an essential component of the Plan and the Restructuring Transactions; and (7) a bar to any of the Releasing Parties asserting any Claim or Cause of Action released pursuant to such releases.

By submitting this Opt-in Form and agreeing to provide the Releases, you consent to releasing, among other things, any and all claims you may hold arising from the payment card incident that was discovered in November 2018 (the "**Payment Card Incident**"). The Payment Card Incident involved certain unauthorized activity on the network that supports payment processing for in-store Taco Bueno purchases. The Debtors' investigation, which remains ongoing, is focused on card transactions in Taco Bueno restaurants from May 2018 through November 2018. For more information regarding the Payment Card Incident, please visit <https://www.tacobueno.com/november-2018-incident-notice>.

Should you wish to obtain a copy of the Plan or any other documents in these Chapter 11 Cases, you should contact Prime Clerk LLC, by: (a) calling the Debtors' restructuring hotline at (844)-721-3891; (b) visiting the Debtors' restructuring website at: <https://cases.primeclerk.com/tacobueno>; (c) writing to Taco Bueno Ballot Processing, c/o Prime Clerk LLC, 830 Third Avenue, 3rd Floor, New York, NY 10022; and/or (d) emailing tacobuenoballots@primeclerk.com. You may also obtain copies of any pleadings filed in the Chapter 11 Cases for a fee via PACER at: <http://www.ecf.txnd.uscourts.gov>.

ELECTRONIC SUBMISSIONS

To submit your Opt-In Form via the Notice and Claims Agent's online opt-in portal, visit <http://cases.primeclerk.com/tacobueno>. Click on the "Submit E-Opt-In Form" section of the website and follow the instructions to submit your Election Form. To submit a Proof of Claim Form, if applicable, please visit the Notice and Claims Agent's electronic proof of claim portal at <https://cases.primeclerk.com/tacobueno/EPOC-Index> and follow the instructions.

IMPORTANT NOTE: You will need the following information to retrieve and submit your electronic Opt-in Form:

Unique E-Opt-In ID#: _____

The Notice and Claims Agent's online opt-in portal is the sole manner in which Opt-In Forms will be accepted via electronic or online transmission. Opt-In Forms submitted by facsimile, email, or other means of electronic transmission will not be counted.

Please complete and submit an electronic Opt-In Form for each E-Opt-In ID# you receive, as applicable. **Holders who cast an Opt-In Form using the Notice and Claims Agent's online portal should NOT also submit a paper Opt-In Form.**